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August 21, 2003

F. WILLIAM MAHLEY
713.951.5633
Direct Fax:
bill.mahley@strasburger.com

73364.0238

Ms. Janice Bivens
Enforcement Officer (6SF-AC)
U.S. Environmental Protection Agency
Region 6
1445 Ross Avenue, Suite 1200
Dallas, Texas 75202-2733

158017



Re: Gulfco Marine Maintenance, Inc.
Freeport, Texas

Dear Ms. Bivens:

The undersigned represents Chromalloy American Corporation and we are responding to the March 11, 2003, notice of potential liability and request for information which EPA Region 6 sent to Chromalloy American Corporation and Sequa Corporation.

We have been and are continuing to investigate this site and its history. Based upon information obtained thus far, we respond as follows:

A. Please explain corporate relationships, if any, of your company and your related companies, to other parties listed on Enclosure "A" of this letter. Please provide copies of documents showing these relationships, if they exist.

Response:

Gulfco, Inc. was a Texas corporation. Mr. B.L. Tanner was its president and sole stockholder. About October 24, 1975, Gulfco, Inc. was merged into Chromalloy American Corporation, a Delaware corporation, per the enclosed Articles of Merger.

On or about November 17, 1979, Chromalloy sold the Gulfco assets and property to Fish Engineering & Construction, Inc., a Texas corporation.

On December 23, 1986, Chromalloy American Corporation merged with and into CRO Acquisition Corporation, a wholly-owned subsidiary of Sun Chemical Corporation, and CRO Acquisition Corporation then changed its name to Chromalloy American Corporation. Sun Chemical Corporation subsequently changed its name to Sequa Corporation. However, Sequa Corporation and Chromalloy American Corporation are

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Strasburger & Price, LLP

1401 McKinney Street, Suite 2200 • Houston, Texas 77010.4035 • 713.951.5600 tel • 713.951.5660 fax • www.strasburger.com
Austin • Dallas • Houston • San Antonio • Washington D.C. • Mexico City

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separate and distinct entities; for purposes of this matter, Chromalloy American Corporation is the only party in interest.

B. Were there any pits located on the site when it was purchased by your company or your related companies? If your answer is "yes," please answer the following questions concerning these existing pits:

Response:

We believe so, but information sufficient to answer the subparts is unknown at this time. Further, we are still investigating whether Chromalloy owned or merely leased any or parts of the subject site.

C. Did your company or related companies hold, store, process, treat, or dispose of any hazardous material(s) at the site? If the answer to this question is "yes," please answer the following questions:

Response:

We believe so, but information sufficient to answer the subparts is unknown at present. Further, we are still investigating whether Chromalloy owned or merely leased any or parts of the subject site.

With best regards, I am

Very truly yours,

F. William Mahley

FWM/ksb

Enclosure

cc: [redacted] (enclosure)

Director
Superfund Division
U.S. Environmental Protection Agency
Region 6
1445 Ross Avenue, Suite 1200
Dallas, Texas 75202-2733

ARTICLES OF MERGER
OF
GULFCO, INC.
INTO
CHROMALLOY AMERICAN CORPORATION

Pursuant to the provisions of Article 5.07 of the Texas Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging the domestic corporation into the foreign corporation.

1. The names of the undersigned corporations and the States under the laws of which they are respectively organized are:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
Chromalloy American Corporation	Delaware
Gulfco, Inc.	Texas

2. The laws of Delaware, the state under which such foreign corporation is organized, permit such merger.

3. The name of the surviving corporation is Chromalloy American Corporation, and it is to be governed by the laws of the State of Delaware. Its registered office in the state under whose laws it is to be governed is located at 100 West Tenth Street, Wilmington, Delaware.

4. The surviving corporation, Chromalloy American Corporation, has previously been qualified as a foreign corporation authorized to transact business in the State of Texas.

5. An Agreement and Plan of Merger (the "Plan") was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Texas Business Corporation Act, and was approved by the undersigned foreign corporation in the manner

prescribed by the laws of Delaware, the state under which it is organized. Attached hereto is a true copy of the Certificate of Merger effecting the merger provided for herein in the State of Delaware, the jurisdiction where the surviving corporation is incorporated, duly certified by a public official of that State together with a true copy of the Plan.

6. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such Plan, are as follows:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>	<u>CLASS</u>	<u>NUMBER OF SHARES ENTITLED TO VOTE AS A CLASS</u>
Chromalloy American Corporation	593,164	Preferred) None. Said merger was) approved by action of) Chromalloy American) Corporation's Board of) Directors as permitted) by and pursuant to Sec) tions 252 and 251(f) o) the Delaware Corporati) Law.
Chromalloy American Corporation	10,010,441	Common	
Gulfco, Inc.	2,649	Common	2,649

7. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

<u>NAME OF CORPORATION</u>	<u>TOTAL VOTED:</u>		<u>CLASS</u>	<u>NUMBER OF SHARES ENTITLED TO VOTE AS A CLASS</u>
	<u>FOR</u>	<u>AGAINST</u>		
Chromalloy American Corporation	NONE - SEE ABOVE RE: ADOPTION OF MERGER BY ACTION OF THE BOARD OF DIRECTORS			
Gulfco, Inc.	2,649	0	Common	2,649

8. Chromalloy American Corporation, the surviving corporation, hereby: (a) agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding and states that the post office address to which the Secretary of State may mail a copy of any process that may be served upon him is 120 South Central Avenue, St. Louis, Missouri 63105; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

Dated October 24, 1975.

GULFCO, INC.

By B. L. Tanner
B. L. Tanner, President

By Betty J. Murrell
Betty J. Murrell, Secretary

CHROMALLOY AMERICAN CORPORATION

By W. S. Walch
W. S. Walch, Executive Vice President

By M. S. Harris Asst. Sec.
M. S. Harris, Assistant Secretary

No
(SEAL)

(SEAL)

STATE OF TEXAS)
) SS.
COUNTY OF BRAZORIA)

I, Linda J. Greer, a Notary Public, do hereby certify that on this 24th day of October, 1975, personally appeared before me B. L. Tanner who, being by me first duly sworn, declared that he is the President of Gulfco, Inc., that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

Linda J. Greer
Linda J. Greer, Notary Public

(SEAL)
My commission expires: June 1, 1977

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

I, Judith Ries, a Notary Public, do hereby certify that on this 24th day of October, 1975, personally appeared before me W. S. Walch, who, being by me first duly sworn, declared that he is an Executive Vice President of Chromalloy American Corporation, that he signed the foregoing document as Executive Vice President of the corporation, and that the statements contained therein are true.

Judith Ries
Judith Ries, Notary Public

(SEAL)
My Commission expires: February 1, 1978